

**Hearing Date and Time: August 22, 2019 at 10:00 am**  
**Objection Deadline: August 15, 2019 at 5:00 pm**

**THE SARACHEK LAW FIRM**

Joseph E. Sarachek, Esq. (NY Bar #2163228)  
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*Attorneys for Mingle Fashion Limited*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

**In re:**

**SEARS HOLDING CORPORATION, *et al.*<sup>1</sup>,**

**Debtors.**

**Chapter 11**

**Case No. 18-23538 (RDD)**

**(Jointly Administered)**

**MINGLE FASHION'S NOTICE AND MOTION  
FOR ENTRY OF AN ORDER PURSUANT TO  
11 U.S.C. § 503(b) TO ALLOW AND COMPEL  
PAYMENT OF ADMINISTRATIVE EXPENSE CLAIMS**

**TO: THE HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE**

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, L.L.C. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

**PLEASE TAKE NOTICE** that a hearing on the attached motion (the “Motion”) of Mingle Fashion Limited (“Mingle”) to allow and compel payment of administrative expense claim under 11 U.S.C. § 503(b) for goods sold and delivered to Sears, Roebuck & Co., a debtor and debtor in possession in the above-captioned chapter 11 cases, (the “Debtor” and, with the other debtors and debtors in possession in the above-captioned chapter 11 cases, the “Debtors”), post-petition, as more fully set forth in the Motion, will be held before the Honorable Robert D. Drain, United States Bankruptcy Judge, at the United States Bankruptcy Court for the Southern District of New York, Courtroom 118, 300 Quarropas Street, White Plains, New York, 10601-4140 (the “Bankruptcy Court”) on **August 22, 2019 at 10:00 a.m.** (the “Hearing”), or as soon thereafter as counsel may be heard.

**PLEASE TAKE FURTHER NOTICE** that any objections to the Motion shall be in writing and shall be (i) filed with the clerk of the Bankruptcy Court on the Court’s ECF system, (ii) served upon The Sarachek Law Firm, 101 Park Avenue, 27<sup>th</sup> Floor, New York, NY 10178, Attn: Joseph E. Sarachek, Esq. and (iii) delivered to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, so that same are received no later than **August 15, 2019 at 5:00 p.m.** (the “Objection Deadline”).

**PLEASE TAKE FURTHER NOTICE** that if no Objections are timely filed and served with respect to the Motion, Mingle may, on or after the Objection Deadline, submit to the Bankruptcy Court an order substantially in the form of the proposed order annexed to the Motion, which order may be entered without further notice or opportunity to be heard.

**PLEASE TAKE FURTHER NOTICE** that any objecting parties are required to attend the Hearing, and failure to appear may result in relief being granted upon default.

Date: New York, NY  
August 1, 2019

Respectfully submitted,

THE SARACHEK LAW FIRM

/s/ Joseph E. Sarachek

Joseph E. Sarachek

101 Park Avenue, 27<sup>th</sup> Floor

New York, NY 10178

Telephone: (646) 517-5420

Facsimile: (646) 861-4950

joe@saracheklawfirm.com

**Hearing Date and Time: August 22, 2019 at 10:00 am**  
**Objection Deadline: August 15, 2019 at 5:00 pm**

**THE SARACHEK LAW FIRM**

Joseph E. Sarachek, Esq. (NY Bar #2163228)  
101 Park Avenue -27<sup>th</sup> Floor  
New York, NY. 10178  
Telephone: (646) 517-5420  
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*Attorneys for Mingle Fashion Limited*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

**In re:**

**SEARS HOLDING CORPORATION, *et al.*<sup>1</sup>,**

**Debtors.**

**Chapter 11**

**Case No. 18-23538 (RDD)**

**(Jointly Administered)**

**MINGLE FASHION’S MOTION FOR ENTRY OF AN ORDER  
PURSUANT TO 11 U.S.C. §§ 503(b) AND 105(a) TO ALLOW AND COMPEL  
PAYMENT OF ADMINISTRATIVE EXPENSE CLAIMS**

Mingle Fashion Limited (“Mingle”), by its attorneys, The Sarachek Law Firm,  
respectfully represents as follows in support of this motion (the “Motion”):

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

### **JURISDICTION AND VENUE**

1. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A).

### **RELEVANT BACKGROUND**

2. On October 15, 2018 (the “Commencement Date”), Sears, Roebuck & Co., a debtor and debtor in possession in the above-captioned chapter 11 cases, (the “Debtor” and, with the other debtors and debtors in possession in the above-captioned chapter 11 cases, the “Debtors”) commenced with this Court a voluntary case under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”). The Debtors’ chapter 11 cases are being jointly administered for procedural purposes only pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure.

3. The Debtors have continued to operate and manage their businesses as debtors-in-possession pursuant to 1107 and 1108 of the Bankruptcy Code.

4. In January 2019, the Debtors ordered goods from Mingle pursuant to Invoices 201924661162 and 201924661357, (the “Invoices”) copies of which are attached hereto as Exhibit A.

5. The ASN Dates for the Invoices were January 23, 2019 and January 21, 2019, respectively, and payment per the terms between Mingle and the Debtors was due on February 21, 2019 and February 19, 2019, respectively. Mingle is currently owed \$47,840.00 for these goods.

6. In a series of emails between Mingle, the Debtors and the Debtors' counsel, Mingle made a demand for payment. In April, Mingle was told by Debtors' counsel that all administrative claims will be reviewed, but the Debtors believe the buyer of their business assumed liability for certain administrative expenses and has not paid. After hearing nothing for four months, Mingle reached out to the Debtors in July and was told the exact same thing. Yet there does not appear to have been any effort to review the claim. Copies of the emails are attached as Exhibit B.

### **RELIEF REQUESTED**

7. Mingle requests, pursuant to section 503(b) of the Bankruptcy Code, entry of an order, substantially in the form attached hereto as Exhibit C, (i) granting Mingle an allowed administrative expense claim in the amount of \$47,840.00 under section 503(b)(1)(A) of the Bankruptcy Code for goods delivered shipped and delivered to the Debtors post-petition, and (ii) requiring the Debtor to pay such allowed administrative expense claim within seven (7) days after the entry of the order.

### **BASIS FOR RELIEF**

8. Section 503(b)(1)(A) provides for the allowance, as an administrative expense, the "actual, necessary costs and expenses of preserving the estate ..." 11 U.S.C. § 503(b)(1)(A). Section 105(a) of the Bankruptcy Code allows a bankruptcy court to "issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title." 11 U.S.C. § 105(a). This language applies to section 503(b).

9. The Court in *In Re Patient Media*, 221 B.R. 97 (Bankr. S.D.N.Y. 1998) held that 503(b)(1)(A) the granting of administrative priority under 503(b)(1)(A) "...furthers the goal of

rehabilitation by encouraging third parties to supply goods and services on credit to the estate.”

*In re Patient Media* at 101.

10. The party asserting the administrative claim must show “(1) his claim arose from a transaction with or on account of consideration furnished to the debtor-in-possession, and (2) the transaction or consideration directly benefitted the debtor-in-possession.” *In Re Patient Media* at 101.

11. In this case, Mingle provided goods to the Debtors post-petition, and in the ordinary course of business, that allowed the Debtors to continue their operations. The Debtors have benefitted because these goods were placed in their stores for sale.

12. The amounts owed to Mingle for the goods that were both shipped and delivered to the Debtors after the Commencement Date are undisputed obligations of the Debtors that are entitled to administrative expense priority pursuant to and section 503(b)(1)(A) of the Bankruptcy Code. While the payment amount may be small to the Debtors, it is a meaningful amount to manufacturers such as Mingle. Numerous other parties have filed similar motions during this bankruptcy, and it is unknown how many others may have similar claims.

13. Mingle should not have to wait for the Debtors and Transform to solve their litigation disputes to be paid. It is certain that professionals in the case would not postpone receiving payment until the disputes between the Debtors and Transform are fully resolved. Mingle should be paid, and if it is determined that the payments should have come from Transform, then Transform can reimburse the Debtors.

14. The Debtors should be required to immediately pay Mingle for the goods delivered. Accordingly, the Debtor should be compelled to pay the amount owed to Mingle within seven (7) days after the entry of the order.

**CONCLUSION**

For the foregoing reasons, Mingle respectfully requests that the Court (a) enter an order, substantially in the form attached hereto as Exhibit C, (i) granting Mingle an allowed administrative expense claim in the amount of \$47,840.00 for goods ordered, shipped and delivered to the Debtors after the Commencement Date, and (ii) requiring the Debtor to pay such allowed administrative expense claim, and (b) grant such other and further relief to Mingle as the Court deems just and proper.

Date: New York, NY  
August 1, 2019

Respectfully submitted,  
THE SARACHEK LAW FIRM

/s/ Joseph E. Sarachek  
Joseph E. Sarachek  
101 Park Avenue, 27<sup>th</sup> Floor  
New York, NY. 10178  
Telephone: (646) 517-5420  
Facsimile: (646) 861-4950  
joe@saracheklawfirm.com



# EXHIBIT A

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**COMMERCIAL INVOICE**

Page 1 of 4

DATE: January 10, 2019

INVOICE NO.: 201924661162

9081  
MINGLE FASHION LIMITED  
RM 13,6F,BLK C, HK INDUSTRIAL CTR  
489-491 CASTLE PEAK RD  
KOWLOON  
HONG KONG  
Hong Kong

TO: SEARS ROEBUCK & CO.  
3333 Beverly Road  
Hoffman Estates, IL 60179  
US

SHIPPED FROM: Yantian, China

SHIPPED TO: Mira Loma , CA

MODE OF TRANSPORTATION: Ocean

FOB China

MARKS AND NUMBERS	DESCRIPTION OF GOODS	QUANTITY (CARTONS)	QUANTITY (PER UNIT PRICE)	UNIT PRICE	AMOUNT (US\$ PER)
SEARS	SF9153	HOODIE TUN CLOUD DANCER	173	173	60.340 USD 10,438.82 USD
			CARTONS	AST	AST

ITEM: 840068620236  
MADE IN CHINA (MAINLAND)  
CONTENTS 1 ASSORTMENT  
SEARS DIV 607  
SEARS ITEM/SKU 62122/

STYLE #:WP9SS72559MI  
DESCRIPTION: HOODIE TUNIC SWEATER  
LONG SLEEVE, JERSEY OVERALL WITH HOOD  
CUFF 1X1 RIB, HEM/HOOD TRIM TUBULAR, NOT KNIT TO SHAPE  
GARMENT LENGTH REACHES THE HIP, HANGER CODE: 584SB ,ORIGIN OF THE HANGER: CHINA  
FABRICATION:55%RAMIE 45%COTTON  
FABRIC GAUGE :7GG 2END 1CM PER VERTICAL : 6 STITCHES HORIZONTAL : 4 STITCHE

CONTRACT NO.	SF9153	REFERENCE NO.	801C
DC CODE	CCD	DEPARTMENT NO.	007
DIVISION NO.	Division 4	VENDOR NO.	9081
VENDOR ITEM CODE	WP9SS72559MI	COUNTRY OF ORIGIN	CHINA (MAINLAND)
BINDING RULING # OR PRECLASS #		CATEGORY	845, RNONE

FACTORY NO. 102518  
LUCY WEIYA FASHION CO LTD  
WEIYA BUILDING, WEST 30A ST AREA  
TAISHAN ROAD,LONGHU DISTRICT,  
SHANTOU  
GUANGDONG  
China

FTY MID NO. CNLUCWEI30SHA

SEARS	SF9153	HOODIE TUN CLOUD DANCER	47	47	94.820 USD 4,456.54 USD
			CARTONS	AST	AST

ITEM: 840068620244  
MADE IN CHINA (MAINLAND)  
CONTENTS 1 ASSORTMENT  
SEARS DIV 607  
SEARS ITEM/SKU 62122/

STYLE #:WP9SS72559MI  
DESCRIPTION: HOODIE TUNIC SWEATER  
LONG SLEEVE, JERSEY OVERALL WITH HOOD  
CUFF 1X1 RIB, HEM/HOOD TRIM TUBULAR, NOT KNIT TO SHAPE  
GARMENT LENGTH REACHES THE HIP, HANGER CODE: 584SB ,ORIGIN OF THE HANGER: CHINA  
FABRICATION:55%RAMIE 45%COTTON  
FABRIC GAUGE :7GG 2END 1CM PER VERTICAL : 6 STITCHES HORIZONTAL : 4 STITCHE

CONTRACT NO.	SF9153	REFERENCE NO.	801C
DC CODE	CCD	DEPARTMENT NO.	007
DIVISION NO.	Division 4	VENDOR NO.	9081
VENDOR ITEM CODE	WP9SS72559MI	COUNTRY OF ORIGIN	CHINA (MAINLAND)
BINDING RULING # OR PRECLASS #		CATEGORY	845, RNONE

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**COMMERCIAL INVOICE**

Page 2 of 4

DATE: January 10, 2019

INVOICE NO.: 201924661162

9081  
MINGLE FASHION LIMITED  
RM 13,6F,BLK C, HK INDUSTRIAL CTR  
489-491 CASTLE PEAK RD  
KOWLOON  
HONG KONG  
Hong Kong

TO: SEARS ROEBUCK & CO.  
3333 Beverly Road  
Hoffman Estates, IL 60179  
US

SHIPPED FROM: Yantian, China  
MODE OF TRANSPORTATION: Ocean

SHIPPED TO: Mira Loma , CA

FOB China

FACTORY NO. 102518  
LUCY WEIYA FASHION CO LTD  
WEIYA BUILDING, WEST 30A ST AREA  
TAISHAN ROAD, LONGHU DISTRICT,  
SHANTOU  
GUANGDONG  
China  
FTY MID NO. CNLUCWEI30SHA

SEARS	SF9153	HOODIE TUN CLOUD DANCER	3	3	86.200 USD	258.60 USD
			CARTONS	AST	AST	
ITEM:	840068621119					
MADE IN	CHINA (MAINLAND)					
CONTENTS	1 ASSORTMENT					
SEARS DIV	607					
SEARS ITEM/SKU	62122/					

STYLE #:WP9SS72559MI  
DESCRIPTION: HOODIE TUNIC SWEATER  
LONG SLEEVE, JERSEY OVERALL WITH HOOD  
CUFF 1X1 RIB, HEM/HOOD TRIM TUBULAR, NOT KNIT TO SHAPE  
GARMENT LENGTH REACHES THE HIP, HANGER CODE: 584SB, ORIGIN OF THE HANGER: CHINA  
FABRICATION:55%RAMIE 45%COTTON  
FABRIC GAUGE :7GG 2END 1CM PER VERTICAL : 6 STITCHES HORIZONTAL : 4 STITCHE

CONTRACT NO.	SF9153	REFERENCE NO.	801C
DC CODE	CCD	DEPARTMENT NO.	007
DIVISION NO.	Division 4	VENDOR NO.	9081
VENDOR ITEM CODE	WP9SS72559MI	COUNTRY OF ORIGIN	CHINA (MAINLAND)
BINDING RULING # OR PRECLASS #		CATEGORY	845, RNONE

FACTORY NO. 102518  
LUCY WEIYA FASHION CO LTD  
WEIYA BUILDING, WEST 30A ST AREA  
TAISHAN ROAD, LONGHU DISTRICT,  
SHANTOU  
GUANGDONG  
China  
FTY MID NO. CNLUCWEI30SHA

SEARS	SF9153	HOODIE TUN DARK DENIM	118	118	60.340 USD	7,120.12 USD
			CARTONS	AST	AST	
ITEM:	840068621507					
MADE IN	CHINA (MAINLAND)					
CONTENTS	1 ASSORTMENT					
SEARS DIV	607					
SEARS ITEM/SKU	62123/					

STYLE #:WP9SS72559MI  
DESCRIPTION: HOODIE TUNIC SWEATER  
LONG SLEEVE, JERSEY OVERALL WITH HOOD  
CUFF 1X1 RIB, HEM/HOOD TRIM TUBULAR, NOT KNIT TO SHAPE  
GARMENT LENGTH REACHES THE HIP, HANGER CODE: 584SB, ORIGIN OF THE HANGER: CHINA  
FABRICATION:55%RAMIE 45%COTTON  
FABRIC GAUGE :7GG 2END 1CM PER VERTICAL : 6 STITCHES HORIZONTAL : 4 STITCHE

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**COMMERCIAL INVOICE**

Page 3 of 4

DATE: January 10, 2019

INVOICE NO.: 201924661162

9081  
MINGLE FASHION LIMITED  
RM 13,6F,BLK C, HK INDUSTRIAL CTR  
489-491 CASTLE PEAK RD  
KOWLOON  
HONG KONG  
Hong Kong

TO: SEARS ROEBUCK & CO.  
3333 Beverly Road  
Hoffman Estates, IL 60179  
US

SHIPPED FROM: Yantian, China

SHIPPED TO: Mira Loma , CA

MODE OF TRANSPORTATION: Ocean

FOB China

<b>CONTRACT NO.</b>	SF9153	<b>REFERENCE NO.</b>	801C
<b>DC CODE</b>	CCD	<b>DEPARTMENT NO.</b>	007
<b>DIVISION NO.</b>	Division 4	<b>VENDOR NO.</b>	9081
<b>VENDOR ITEM CODE</b>	WP9SS72559MI	<b>COUNTRY OF ORIGIN</b>	CHINA (MAINLAND)
<b>BINDING RULING # OR PRECLASS #</b>		<b>CATEGORY</b>	845, RNONE

FACTORY NO. 102518

LUCY WEIYA FASHION CO LTD  
WEIYA BUILDING, WEST 30A ST AREA  
TAISHAN ROAD, LONGHU DISTRICT,  
SHANTOU  
GUANGDONG  
China

FTY MID NO. CNLUCWEI30SHA

<b>SEARS</b>	SF9153	HOODIE TUN DARK DENIM	9	9	68.960 USD	620.64 USD
			CARTONS	AST	AST	

**ITEM:** 840068624840  
**MADE IN** CHINA (MAINLAND)  
**CONTENTS** 1 ASSORTMENT  
**SEARS DIV** 607  
**SEARS ITEM/SKU** 62123/

STYLE #:WP9SS72559MI  
DESCRIPTION: HOODIE TUNIC SWEATER  
LONG SLEEVE, JERSEY OVERALL WITH HOOD  
CUFF 1X1 RIB, HEM/HOOD TRIM TUBULAR, NOT KNIT TO SHAPE  
GARMENT LENGTH REACHES THE HIP, HANGER CODE: 584SB, ORIGIN OF THE HANGER: CHINA  
FABRICATION:55%RAMIE 45%COTTON  
FABRIC GAUGE :7GG 2END 1CM PER VERTICAL : 6 STITCHES HORIZONTAL : 4 STITCHE

<b>CONTRACT NO.</b>	SF9153	<b>REFERENCE NO.</b>	801C
<b>DC CODE</b>	CCD	<b>DEPARTMENT NO.</b>	007
<b>DIVISION NO.</b>	Division 4	<b>VENDOR NO.</b>	9081
<b>VENDOR ITEM CODE</b>	WP9SS72559MI	<b>COUNTRY OF ORIGIN</b>	CHINA (MAINLAND)
<b>BINDING RULING # OR PRECLASS #</b>		<b>CATEGORY</b>	845, RNONE

FACTORY NO. 102518

LUCY WEIYA FASHION CO LTD  
WEIYA BUILDING, WEST 30A ST AREA  
TAISHAN ROAD, LONGHU DISTRICT,  
SHANTOU  
GUANGDONG  
China

FTY MID NO. CNLUCWEI30SHA

<b>SEARS</b>	SF9153	HOODIE TUN DARK DENIM	36	36	94.820 USD	3,413.52 USD
			CARTONS	AST	AST	

**ITEM:** 840068635408  
**MADE IN** CHINA (MAINLAND)  
**CONTENTS** 1 ASSORTMENT  
**SEARS DIV** 607

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**COMMERCIAL INVOICE**

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DATE: January 10, 2019

INVOICE NO.: 201924661162

9081  
MINGLE FASHION LIMITED  
RM 13,6F,BLK C, HK INDUSTRIAL CTR  
489-491 CASTLE PEAK RD  
KOWLOON  
HONG KONG  
Hong Kong

TO: SEARS ROEBUCK & CO.  
3333 Beverly Road  
Hoffman Estates, IL 60179  
US

SHIPPED FROM: Yantian, China

SHIPPED TO: Mira Loma , CA

MODE OF TRANSPORTATION: Ocean

FOB China

SEARS ITEM/SKU | 62123/

STYLE #:WP9SS72559MI  
DESCRIPTION: HOODIE TUNIC SWEATER  
LONG SLEEVE, JERSEY OVERALL WITH HOOD  
CUFF 1X1 RIB, HEM/HOOD TRIM TUBULAR, NOT KNIT TO SHAPE  
GARMENT LENGTH REACHES THE HIP, HANGER CODE: 584SB,ORIGIN OF THE HANGER: CHINA  
FABRICATION:55%RAMIE 45%COTTON  
FABRIC GAUGE :7GG 2END 1CM PER VERTICAL : 6 STITCHES HORIZONTAL : 4 STITCHE

CONTRACT NO.	SF9153	REFERENCE NO.	801C
DC CODE	CCD	DEPARTMENT NO.	007
DIVISION NO.	Division 4	VENDOR NO.	9081
VENDOR ITEM CODE	WP9SS72559MI	COUNTRY OF ORIGIN	CHINA (MAINLAND)
BINDING RULING # OR PRECLASS #		CATEGORY	845, RNONE

FACTORY NO. 102518

LUCY WEIYA FASHION CO LTD

WEIYA BUILDING, WEST 30A ST AREA

TAISHAN ROAD, LONGHU DISTRICT,

SHANTOU

GUANGDONG

China

FTY MID NO. CNLUCWEI30SHA

PAYMENT TERM Open Acct

ORDER PAYMENT TERMS

DRAWN UNDER OPEN ACCOUNT

	QUANTITY (CARTONS)	QUANTITY (INVOICE UNITS)		AMOUNT (US\$)
TOTAL INVOICE	386	386	ASSORTMENTS	26,308.24 USD

TOTAL US DOLLARS TWENTY-SIX THOUSAND THREE HUNDRED EIGHT DOLLARS AND TWENTY-FOUR CENTS ONLY.

We hereby certify that this shipment does not contain solid wood packing material.

**MINGLE FASHION LIMITED**

EMPLOYEE NAME	SUE WANG
EMPLOYEE TITLE	SHIPPING

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**COMMERCIAL INVOICE**

Page 1 of 4

DATE: January 10, 2019

INVOICE NO.: 201924661357

9081  
 MINGLE FASHION LIMITED  
 RM 13,6F,BLK C, HK INDUSTRIAL CTR  
 489-491 CASTLE PEAK RD  
 KOWLOON  
 HONG KONG  
 Hong Kong

TO: SEARS ROEBUCK & CO.  
 3333 Beverly Road  
 Hoffman Estates, IL 60179  
 US

SHIPPED FROM: Yantian, China

SHIPPED TO: Chambersburg , PA

MODE OF TRANSPORTATION: Ocean

FOB China

MARKS AND NUMBERS	DESCRIPTION OF GOODS	QUANTITY (CARTONS)	QUANTITY (PER UNIT PRICE)	UNIT PRICE	AMOUNT (US\$ PER)
SEARS	SF9153	HOODIE TUN CLOUD DANCER	142	142	60.340 USD 8,568.28 USD
			CARTONS	AST	AST

ITEM: 840068620236  
 MADE IN CHINA (MAINLAND)  
 CONTENTS 1 ASSORTMENT  
 SEARS DIV 607  
 SEARS ITEM/SKU 62122/

STYLE #:WP9SS72559MI  
 DESCRIPTION: HOODIE TUNIC SWEATER  
 LONG SLEEVE, JERSEY OVERALL WITH HOOD  
 CUFF 1X1 RIB, HEM/HOOD TRIM TUBULAR, NOT KNIT TO SHAPE  
 GARMENT LENGTH REACHES THE HIP, HANGER CODE: 584SB ,ORIGIN OF THE HANGER: CHINA  
 FABRICATION:55%RAMIE 45%COTTON  
 FABRIC GAUGE :7GG 2END 1CM PER VERTICAL : 6 STITCHES HORIZONTAL : 4 STITCHE

CONTRACT NO.	SF9153	REFERENCE NO.	801P
DC CODE	PCD	DEPARTMENT NO.	007
DIVISION NO.	Division 4	VENDOR NO.	9081
VENDOR ITEM CODE	WP9SS72559MI	COUNTRY OF ORIGIN	CHINA (MAINLAND)
BINDING RULING # OR PRECLASS #		CATEGORY	845, RNONE
FACTORY NO.	102518		
LUCY WEIYA FASHION CO LTD			
WEIYA BUILDING, WEST 30A ST AREA			
TAISHAN ROAD,LONGHU DISTRICT,			
SHANTOU			
GUANGDONG			
China			
FTY MID NO.	CNLUWWEI30SHA		

SEARS	SF9153	HOODIE TUN CLOUD DANCER	38	38	94.820 USD 3,603.16 USD
			CARTONS	AST	AST

ITEM: 840068620244  
 MADE IN CHINA (MAINLAND)  
 CONTENTS 1 ASSORTMENT  
 SEARS DIV 607  
 SEARS ITEM/SKU 62122/

STYLE #:WP9SS72559MI  
 DESCRIPTION: HOODIE TUNIC SWEATER  
 LONG SLEEVE, JERSEY OVERALL WITH HOOD  
 CUFF 1X1 RIB, HEM/HOOD TRIM TUBULAR, NOT KNIT TO SHAPE  
 GARMENT LENGTH REACHES THE HIP, HANGER CODE: 584SB ,ORIGIN OF THE HANGER: CHINA  
 FABRICATION:55%RAMIE 45%COTTON  
 FABRIC GAUGE :7GG 2END 1CM PER VERTICAL : 6 STITCHES HORIZONTAL : 4 STITCHE

CONTRACT NO.	SF9153	REFERENCE NO.	801P
DC CODE	PCD	DEPARTMENT NO.	007
DIVISION NO.	Division 4	VENDOR NO.	9081
VENDOR ITEM CODE	WP9SS72559MI	COUNTRY OF ORIGIN	CHINA (MAINLAND)
BINDING RULING # OR PRECLASS #		CATEGORY	845, RNONE

Pg 15 of 26  
**COMMERCIAL INVOICE**

Page 2 of 4

DATE: January 10, 2019

INVOICE NO.: 201924661357

9081  
MINGLE FASHION LIMITED  
RM 13,6F,BLK C, HK INDUSTRIAL CTR  
489-491 CASTLE PEAK RD  
KOWLOON  
HONG KONG  
Hong Kong

TO: SEARS ROEBUCK & CO.  
3333 Beverly Road  
Hoffman Estates, IL 60179  
US

SHIPPED FROM: Yantian, China

SHIPPED TO: Chambersburg , PA

MODE OF TRANSPORTATION: Ocean

FOB China

FACTORY NO. 102518

LUCY WEIYA FASHION CO LTD

WEIYA BUILDING, WEST 30A ST AREA

TAISHAN ROAD, LONGHU DISTRICT,

SHANTOU

GUANGDONG

China

FTY MID NO. CNLUCWEI30SHA

<b>SEARS</b>	SF9153	HOODIE TUN CLOUD DANCER	2	2	86.200 USD	172.40 USD
			CARTONS	AST	AST	

ITEM: 840068621119  
MADE IN CHINA (MAINLAND)  
CONTENTS 1 ASSORTMENT  
SEARS DIV 607  
SEARS ITEM/SKU 62122/

STYLE #:WP9SS72559MI  
DESCRIPTION: HOODIE TUNIC SWEATER  
LONG SLEEVE, JERSEY OVERALL WITH HOOD  
CUFF 1X1 RIB, HEM/HOOD TRIM TUBULAR, NOT KNIT TO SHAPE  
GARMENT LENGTH REACHES THE HIP, HANGER CODE: 584SB, ORIGIN OF THE HANGER: CHINA  
FABRICATION:55%RAMIE 45%COTTON  
FABRIC GAUGE :7GG 2END 1CM PER VERTICAL : 6 STITCHES HORIZONTAL : 4 STITCHE

CONTRACT NO. SF9153

REFERENCE NO. 801P

DC CODE PCD

DEPARTMENT NO. 007

DIVISION NO. Division 4

VENDOR NO. 9081

VENDOR ITEM CODE WP9SS72559MI

COUNTRY OF ORIGIN CHINA (MAINLAND)

BINDING RULING # OR  
PRECLASS #

CATEGORY 845, RNONE

FACTORY NO. 102518

LUCY WEIYA FASHION CO LTD

WEIYA BUILDING, WEST 30A ST AREA

TAISHAN ROAD, LONGHU DISTRICT,

SHANTOU

GUANGDONG

China

FTY MID NO. CNLUCWEI30SHA

<b>SEARS</b>	SF9153	HOODIE TUN DARK DENIM	96	96	60.340 USD	5,792.64 USD
			CARTONS	AST	AST	

ITEM: 840068621507  
MADE IN CHINA (MAINLAND)  
CONTENTS 1 ASSORTMENT  
SEARS DIV 607  
SEARS ITEM/SKU 62123/

STYLE #:WP9SS72559MI  
DESCRIPTION: HOODIE TUNIC SWEATER  
LONG SLEEVE, JERSEY OVERALL WITH HOOD  
CUFF 1X1 RIB, HEM/HOOD TRIM TUBULAR, NOT KNIT TO SHAPE  
GARMENT LENGTH REACHES THE HIP, HANGER CODE: 584SB, ORIGIN OF THE HANGER: CHINA  
FABRICATION:55%RAMIE 45%COTTON  
FABRIC GAUGE :7GG 2END 1CM PER VERTICAL : 6 STITCHES HORIZONTAL : 4 STITCHE

Pg 16 of 26  
**COMMERCIAL INVOICE**

Page 3 of 4

DATE: January 10, 2019

INVOICE NO.: 201924661357

9081  
MINGLE FASHION LIMITED  
RM 13,6F,BLK C, HK INDUSTRIAL CTR  
489-491 CASTLE PEAK RD  
KOWLOON  
HONG KONG  
Hong Kong

TO: SEARS ROEBUCK & CO.  
3333 Beverly Road  
Hoffman Estates, IL 60179  
US

SHIPPED FROM: Yantian, China

SHIPPED TO: Chambersburg , PA

MODE OF TRANSPORTATION: Ocean

FOB China

<b>CONTRACT NO.</b>	SF9153	<b>REFERENCE NO.</b>	801P
<b>DC CODE</b>	PCD	<b>DEPARTMENT NO.</b>	007
<b>DIVISION NO.</b>	Division 4	<b>VENDOR NO.</b>	9081
<b>VENDOR ITEM CODE</b>	WP9SS72559MI	<b>COUNTRY OF ORIGIN</b>	CHINA (MAINLAND)
<b>BINDING RULING # OR PRECLASS #</b>		<b>CATEGORY</b>	845, RNONE

FACTORY NO. 102518

LUCY WEIYA FASHION CO LTD  
WEIYA BUILDING, WEST 30A ST AREA  
TAISHAN ROAD, LONGHU DISTRICT,  
SHANTOU  
GUANGDONG  
China

FTY MID NO. CNLUCWEI30SHA

<b>SEARS</b>	SF9153	HOODIE TUN DARK DENIM	8	8	68.960 USD	551.68 USD
			CARTONS	AST	AST	

**ITEM:** 840068624840  
**MADE IN** CHINA (MAINLAND)  
**CONTENTS** 1 ASSORTMENT  
**SEARS DIV** 607  
**SEARS ITEM/SKU** 62123/

STYLE #: WP9SS72559MI  
DESCRIPTION: HOODIE TUNIC SWEATER  
LONG SLEEVE, JERSEY OVERALL WITH HOOD  
CUFF 1X1 RIB, HEM/HOOD TRIM TUBULAR, NOT KNIT TO SHAPE  
GARMENT LENGTH REACHES THE HIP, HANGER CODE: 584SB, ORIGIN OF THE HANGER: CHINA  
FABRICATION: 55% RAMIE 45% COTTON  
FABRIC GAUGE : 7GG 2END 1CM PER VERTICAL : 6 STITCHES HORIZONTAL : 4 STICHE

<b>CONTRACT NO.</b>	SF9153	<b>REFERENCE NO.</b>	801P
<b>DC CODE</b>	PCD	<b>DEPARTMENT NO.</b>	007
<b>DIVISION NO.</b>	Division 4	<b>VENDOR NO.</b>	9081
<b>VENDOR ITEM CODE</b>	WP9SS72559MI	<b>COUNTRY OF ORIGIN</b>	CHINA (MAINLAND)
<b>BINDING RULING # OR PRECLASS #</b>		<b>CATEGORY</b>	845, RNONE

FACTORY NO. 102518

LUCY WEIYA FASHION CO LTD  
WEIYA BUILDING, WEST 30A ST AREA  
TAISHAN ROAD, LONGHU DISTRICT,  
SHANTOU  
GUANGDONG  
China

FTY MID NO. CNLUCWEI30SHA

<b>SEARS</b>	SF9153	HOODIE TUN DARK DENIM	30	30	94.820 USD	2,844.60 USD
			CARTONS	AST	AST	

**ITEM:** 840068635408  
**MADE IN** CHINA (MAINLAND)  
**CONTENTS** 1 ASSORTMENT  
**SEARS DIV** 607



Pg 17 of 26  
**COMMERCIAL INVOICE**

Page 4 of 4

DATE: January 10, 2019

INVOICE NO.: 201924661357

9081  
MINGLE FASHION LIMITED  
RM 13,6F,BLK C, HK INDUSTRIAL CTR  
489-491 CASTLE PEAK RD  
KOWLOON  
HONG KONG  
Hong Kong

TO: SEARS ROEBUCK & CO.  
3333 Beverly Road  
Hoffman Estates, IL 60179  
US

SHIPPED FROM: Yantian, China

SHIPPED TO: Chambersburg , PA

MODE OF TRANSPORTATION: Ocean

FOB China

SEARS ITEM/SKU | 62123/

STYLE #:WP9SS72559MI  
DESCRIPTION: HOODIE TUNIC SWEATER  
LONG SLEEVE, JERSEY OVERALL WITH HOOD  
CUFF 1X1 RIB, HEM/HOOD TRIM TUBULAR, NOT KNIT TO SHAPE  
GARMENT LENGTH REACHES THE HIP, HANGER CODE: 584SB,ORIGIN OF THE HANGER: CHINA  
FABRICATION:55%RAMIE 45%COTTON  
FABRIC GAUGE :7GG 2END 1CM PER VERTICAL : 6 STITCHES HORIZONTAL : 4 STITCHE

<b>CONTRACT NO.</b>	SF9153	<b>REFERENCE NO.</b>	801P
<b>DC CODE</b>	PCD	<b>DEPARTMENT NO.</b>	007
<b>DIVISION NO.</b>	Division 4	<b>VENDOR NO.</b>	9081
<b>VENDOR ITEM CODE</b>	WP9SS72559MI	<b>COUNTRY OF ORIGIN</b>	CHINA (MAINLAND)
<b>BINDING RULING # OR PRECLASS #</b>		<b>CATEGORY</b>	845, RNONE
<b>FACTORY NO.</b>	102518		
LUCY WEIYA FASHION CO LTD			
WEIYA BUILDING, WEST 30A ST AREA			
TAISHAN ROAD, LONGHU DISTRICT,			
SHANTOU			
GUANGDONG			
China			
<b>FTY MID NO.</b>	CNLUWWEI30SHA		

PAYMENT TERM Open Acct

ORDER PAYMENT TERMS

DRAWN UNDER OPEN ACCOUNT

	QUANTITY (CARTONS)	QUANTITY (INVOICE UNITS)		AMOUNT (US\$)
TOTAL INVOICE	316	316	ASSORTMENTS	21,532.76 USD

TOTAL US DOLLARS TWENTY-ONE THOUSAND FIVE HUNDRED THIRTY-TWO DOLLARS AND SEVENTY-SIX CENTS ONLY.

We hereby certify that this shipment does not contain solid wood packing material.

**MINGLE FASHION LIMITED**

<b>EMPLOYEE NAME</b>	SUE WANG
<b>EMPLOYEE TITLE</b>	SHIPPING

## EXHIBIT B

From: **Fail, Garrett** Garrett.Fail@weil.com

Subject: RE: Payment updates - Mingle

Date: April 25, 2019 at 8:57 AM

To: Mingle - Connie Lee connielee@minglefashion.com

Cc: Podzius, Bryan Bryan.Podzius@weil.com, vendorassistance@searsestate.com, searsaccountspayable@miiipartners.com

GF

The Debtors will review all asserted administrative claims, but please note that the Debtors believe that the buyer of their businesses assumed liability to pay for certain administrative expenses and has failed to do so.

**Weil**

**Garrett Fail**

Partner

Weil, Gotshal & Manges LLP

767 Fifth Avenue

New York, NY 10153

[Garrett.Fail@weil.com](mailto:Garrett.Fail@weil.com)

+1 212 310 8451 Direct

+1 516 642 4031 Mobile

+1 212 310 8007 Fax

**From:** Mingle - Connie Lee <connielee@minglefashion.com>

**Sent:** Thursday, April 25, 2019 3:58 AM

**To:** Podzius, Bryan <Bryan.Podzius@weil.com>; vendorassistance@searsestate.com;

Fail, Garrett <Garrett.Fail@weil.com>

**Cc:** Mingle - Connie Lee <connielee@minglefashion.com>

**Subject:** Payment updates - Mingle

**Importance:** High

Dear Bryan,

We have waiting for this payment for over 3 months and no response at all till now. This guaranteed payment should be paid 29 days after shipment effective by Jan 21, 2019. It's no way to hold nearly 3 months with no news at all, herewith attached with the official PO for your study.

ORDER DATE : 28-SEP-2018

ORDER NO : SF9153

BUYER : JL5 JENNIFER LU

DIV : Division 4

DEPT NO : 007

SEARS ROEBUCK & CO.

3333 Beverly Road

Hoffman Estates, IL 60179

VENDOR

TOTAL COST OF ORDER USD

\$17,841.00

NAME	MINGLE FASHION LIMITED
ADDRESS	RM 13,6F,BLK C, HK INDUSTRIAL CTR 489-491 CASTLE PEAK RD KOWLOON HONG KONG
COUNTRY	Hong Kong
EMAIL	connielee@minglefashion.com
VENDOR NBR	9081
TELEPHONE	(852) 2742 6088
DUNS NBR	01000995311
FDA REG #	

PAYMENT TO BE MADE BY :

( ) MULTIPLE PAYMENT TYPES

(X) CHECK/WIRE TRANSFER

Amount USD: 47,841.00

( ) FREE GOODS

Amount USD: 0.00

( ) LETTER OF CREDIT

Amount USD: 0.00

LC #:

TRANSFERABLE:

BANK:

PAYMENT TERMS: 29 (days)

FOREIGN AGENT OFFICE:	KKHK	SEARS HOLDINGS GLOBAL SOURCING LTD.
FOREIGN SUPPORT OFFICE:	RKKHK	SEARS HOLDINGS GLOBAL SOURCING LTD.
PRODUCTION COUNTRY:	PKKHK	SEARS HOLDINGS GLOBAL SOURCING LTD.

EACH ITEM TO BE MARKED: MADE IN CHINA (MAIN AND)

Best Regards,  
Connie Lee  
General Manager  
**Mingle Fashion Limited**  
Tel : (852) 2742 6088

---

**From:** Mingle - Connie Lee <[connielee@minglefashion.com](mailto:connielee@minglefashion.com)>  
**Sent:** Wednesday, 17 April 2019 2:59 PM  
**To:** [vendorassistance@searsestate.com](mailto:vendorassistance@searsestate.com); [garrett.fail@weil.com](mailto:garrett.fail@weil.com)  
**Cc:** Mingle - Connie Lee <[connielee@minglefashion.com](mailto:connielee@minglefashion.com)>  
**Subject:** RE: Payment updates - Mingle  
**Importance:** High

Pls get back

---

**From:** Mingle - Connie Lee <[connielee@minglefashion.com](mailto:connielee@minglefashion.com)>  
**Sent:** Friday, 12 April 2019 6:49 PM  
**To:** [vendorassistance@searsestate.com](mailto:vendorassistance@searsestate.com); [garrett.fail@weil.com](mailto:garrett.fail@weil.com)  
**Cc:** Mingle - Connie Lee <[connielee@minglefashion.com](mailto:connielee@minglefashion.com)>  
**Subject:** FW: Payment updates - Mingle  
**Importance:** High

RESEND

---

**From:** Mingle - Connie Lee <[connielee@minglefashion.com](mailto:connielee@minglefashion.com)>  
**Sent:** Tuesday, 9 April 2019 2:13 PM  
**To:** [vendorassistance@searsestate.com](mailto:vendorassistance@searsestate.com); [garrett.fail@weil.com](mailto:garrett.fail@weil.com)

From: [vendorassistance@searsestate.com](mailto:vendorassistance@searsestate.com), [garrett.fail@weil.com](mailto:garrett.fail@weil.com)

Cc: Mingle - Connie Lee <[connielee@minglefashion.com](mailto:connielee@minglefashion.com)>

Subject: Payment updates - Mingle

Importance: High

**Dear Sirs / Madam,**

Attached please find the outstanding POST PETITION PAYMENT were overdue nearly 2 months, this is pre-approved payment by Sears. Kindly help to check and let us know the status by return, many thanks.

---

Hi Vendor,

Regarding your outstanding payments for pre-petition and post-petition shipments, you may contact [vendorassistance@searsestate.com](mailto:vendorassistance@searsestate.com) for further follow up, this mailbox is being responded by the consulting firm - Miii who advised SHC throughout the bankruptcy process.

In addition, Garrett Fail - The Legal Representative was the main contact when we were a part of SHC at Weil, you may also contact Garrett Fail at [garrett.fail@weil.com](mailto:garrett.fail@weil.com) for the payment status.

Thanks!

---

Best Regards,  
Connie Lee  
General Manager  
**Mingle Fashion Limited**  
Tel : (852) 2742 6088

---

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Post Petition  
Payme...3).xlsx



SF9153 ~  
WP9SS...19.pdf

From: Mingle - Connie Lee <connielee@minglefashion.com>

Subject: RE: Payment updates - Mingle

Date: July 23, 2019 at 2:19 AM

To: Sears Accounts Payable <searsaccountspayable@miiipartners.com>

Cc: Garrett Fail <garrett.fail@weil.com>, Bryan.Podzius@weil.com, vendorassistance@searsestate.com, Mingle - Connie Lee <connielee@minglefashion.com>



---

RESEND, PLEASE ADVISE, MANY THANKS.

---

**From:** Mingle - Connie Lee <connielee@minglefashion.com>

**Sent:** Thursday, 18 July 2019 12:01 PM

**To:** 'Sears Accounts Payable' <searsaccountspayable@miiipartners.com>

**Cc:** 'Garrett Fail' <garrett.fail@weil.com>; Bryan.Podzius@weil.com; vendorassistance@searsestate.com; Mingle - Connie Lee <connielee@minglefashion.com>

**Subject:** RE: Payment updates - Mingle

Dear Mary,

May we at least have the date of commenced litigation? This is guaranteed amount not included for Chapter 11.

Rgds,  
Connie

---

**From:** Sears Accounts Payable <[searsaccountspayable@miiipartners.com](mailto:searsaccountspayable@miiipartners.com)>

**Sent:** Wednesday, 17 July 2019 8:12 PM

**To:** [connielee@minglefashion.com](mailto:connielee@minglefashion.com)

**Cc:** Garrett Fail <[garrett.fail@weil.com](mailto:garrett.fail@weil.com)>; [Bryan.Podzius@weil.com](mailto:Bryan.Podzius@weil.com); [vendorassistance@searsestate.com](mailto:vendorassistance@searsestate.com)

**Subject:** Fwd: Payment updates - Mingle

The Debtors will review all asserted administrative claims, but please note that the Debtors believe that the buyer of their businesses assumed liability to pay for certain administrative expenses and has failed to do so.

The Debtors have commenced litigation with the buyer of their businesses which the Debtors hope will resolve issues, including yours.

Regards,  
[Mary](#)

Mary A. Korycki  
M-III Partners, L.P.  
130 West 42nd St., 17th Floor  
New York, NY 10036  
[mkorycki@miiipartners.com](mailto:mkorycki@miiipartners.com)  
(o) (212) 716-1499

Begin forwarded message:

**From:** "Mingle - Connie Lee" <[connielee@minglefashion.com](mailto:connielee@minglefashion.com)>  
**Date:** July 17, 2019 at 3:21:11 AM EDT  
**To:** "Garrett" <[Garrett.Fail@weil.com](mailto:Garrett.Fail@weil.com)>  
**Cc:** "Bryan" <[Bryan.Podzius@weil.com](mailto:Bryan.Podzius@weil.com)>, <[vendorassistance@searsestate.com](mailto:vendorassistance@searsestate.com)>, <[searsaccountspayable@miiipartners.com](mailto:searsaccountspayable@miiipartners.com)>, "Mingle - Connie Lee" <[connielee@minglefashion.com](mailto:connielee@minglefashion.com)>  
**Subject:** Payment updates - Mingle

Dear Sirs,

Kindly keep me update situation of payment for this Post petition payment !! It's no way to deny till now, goods being sold at the shop. Pls advise URGENTLY !!

We have waiting for this payment for over 6 months and no response at all till now. This guaranteed payment should be paid 29 days after shipment effective by Jan 21, 2019. It's no way to hold nearly 3 months with no news at all, herewith attached with the official PO for your study.

---

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## EXHIBIT C



**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

SEARS HOLDING CORPORATION, *et al.*<sup>1</sup>,

Debtors.

Chapter 11

Case No. 18-23538 (RDD)

(Jointly Administered)

**ORDER GRANTING MOTION OF MINGLE FASHION LIMITED  
TO ALLOW AND COMPEL PAYMENT OF ADMINISTRATIVE  
EXPENSE CLAIM UNDER 11 U.S.C. § 503(b) FOR  
GOODS DELIVERED TO THE DEBTOR POST-PETITION**

Upon the motion (the “Motion”) of Mingle Fashion Limited (“Mingle”), pursuant to sections 105(a) and 503(b) of title 11 of the United States Code, for entry of an order (i) granting Mingle an allowed administrative expense claim in the amount of \$47,840.00 on account of the goods ordered and delivered to Sears, Roebuck & Co., a debtor and debtor in possession in the above-captioned chapter 11 cases, (the “Debtor” and, with the other debtors and debtors in possession in this Chapter 11 case, the “Debtors”), after the commencement of the Debtors’

---

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

bankruptcy case, and (ii) requiring the Debtor to promptly pay such allowed administrative expense claim; and the Court having jurisdiction to decide the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 (a) and (b) and 1334(b); and consideration of the Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided and no further notice being required; and upon the Court's review of the Motion and all responses thereto; and upon the Court's determination that the legal and factual bases set forth in the Motion establish just cause for the relief requested therein; and after due deliberation and sufficient cause appearing therefore,

**IT IS HEREBY ORDERED THAT:**

1. The Motion is granted.
2. Mingle Fashion Limited is granted an administrative expense claim in the amount of \$47,840.00 under 11 U.S.C. § 503(b)(1)(A) for goods delivered post-petition to the Debtor. The Debtor is ordered to pay such administrative expense claim within seven (7) days after the entry of this Order.
3. The entry of this Order is without prejudice to Mingle Fashion Limited to seek any appropriate damages against the Debtor relating to the aforementioned goods ordered and delivered to the Debtor post-petition.
4. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation and/or enforcement of this Order.

Dated: August \_\_, 2019  
White Plains, New York

---

THE HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE